

**WRITTEN CONSENT OF SOLE MEMBER
IN LIEU OF MEETING
753 NINTH AVE REALTY, LLC**

The undersigned sole member (the “**Member**”) of **753 NINTH AVE REALTY, LLC** (the “**Company**”), hereby consents to the adoption of the following resolutions and authorizes, approves, adopts and ratifies such resolutions with the same force and effect as if they were approved at a duly constituted meeting of the members of the Company and direct that this Consent be filed in the minute book of the Company:

RESOLVED, that in the judgment of the Member of the Company, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101, et seq. (the “Bankruptcy Code”); and

RESOLVED, that the Member of the Company, acting alone be, and hereby is, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the case and obtain chapter 11 relief, and to take any and all further acts and deeds that she deems necessary, proper and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case; and

RESOLVED, that the Member be, and they hereby is, authorized and directed to employ the law firm of Cullen and Dykman LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Member is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Cullen and Dykman LLP; and

RESOLVED, that the Member be, and they hereby is, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Member is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions of the Member of the Company, in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

IN WITNESS WHEREOF, the undersigned have executed this consent as of the 15th day of April, 2019.

753 NINTH AVE HOLDINGS, LLC
Sole Member

By: s/Marina Koustis
Marina Koustis
Manager